

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:21 PM 12/14/2017
FILED 04:21 PM 12/14/2017
SR 10177583064 - File Number 4798098

**SECOND AMENDMENT
TO
CERTIFICATE OF INCORPORATION
As Amended by Certificate of Amendment**

OF

GODDARD GUNSTER, INC

(Pursuant to Section 242 of the
General Corporation Law of the State of Delaware)

Goddard Gunster, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "DGCL"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Goddard Gunster, Inc., and that this corporation was originally incorporated pursuant to the DGCL on March 10, 2010.

2. That at a meeting of the Board of Directors a resolution was duly adopted proposing to amend the Certificate of Incorporation of this corporation, as it was previously amended by Certificate of Amendment dated December 20, 2011, declaring said amendment to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation, as amended by the Certificate of Amendment dated December 20, 2011, of this corporation, be amended by changing Article thereof number "1", so that as amended said Article 1 shall be and read as follows:

* * * * *

1. The name of the Corporation is **Gunster Strategies Worldwide, Inc.**

* * * * *

3. That the foregoing amendment was approved at a duly called meeting of shareholders of the corporation by the holders of the requisite number of shares of capital stock of this corporation in accordance with Section 222 of the DGCL.

4. That this Second Amendment to Certificate of Incorporation has been duly adopted in accordance with Section 242 of the DGCL.

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IN WITNESS WHEREOF, this Second Amendment to the Certificate of Incorporation, as previously amended by amended by Certificate of Amendment dated December 20, 2011, has been executed by a duly authorized officer of this corporation on this 14 day of December, 2017.

Goddard Gunster Inc.

By: 

Name: Gerald Gunster

Title: President

**MINUTES OF JOINT MEETING
DIRECTOR AND SHAREHOLDER
OF**

GODDARD GUNSTER, INC.

Gerald Gunster, the sole Director and Shareholder of Goddard Gunster, Inc., (the "Corporation"), hereby waiving notice of a meeting of the Director and of a meeting for the Shareholder, held for the purpose of approving and adopting the Resolutions set forth below. The Director has concluded that it is in the best interests of the Corporation and the Shareholder that the name of the Corporation be changed to **Gunster Strategies Worldwide, Inc.** Accordingly, the Corporation's Certificate of Incorporation should be amended to change the Corporation's name.

DIRECTOR'S RESOLUTION:

RESOLVED: that the Certificate of Incorporation, as amended by the Certificate of Amendment dated December 20, 2011, of this corporation, be amended by changing Article thereof number "1", so that as amended said Article 1 shall be and read as follows:

1. The name of the Corporation is **Gunster Strategies Worldwide, Inc.**

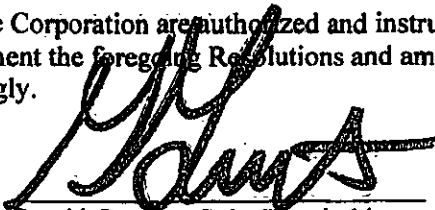
SHAREHOLDER'S RESOLUTION:

RESOLVED: that the Certificate of Incorporation, as amended by the Certificate of Amendment dated December 20, 2011, of this corporation, be amended by changing Article thereof number "1", so that as amended said Article 1 shall be and read as follows:

1. The name of the Corporation is **Gunster Strategies Worldwide, Inc.**

DIRECTOR'S and SHAREHOLDER'S JOINT RESOLUTION:

RESOLVED: that the officers of the Corporation are authorized and instructed to take all actions necessary and appropriate to implement the foregoing Resolutions and amend the Corporation's Certificate of Incorporation accordingly.


Gerald Gunster, Sole Shareholder
and Sole Director

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GODDARD CLAUSSEN PUBLIC AFFAIRS, INC.", CHANGING ITS NAME FROM "GODDARD CLAUSSEN PUBLIC AFFAIRS, INC." TO "GODDARD GUNSTER, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2011, AT 4:47 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4798098 8100

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9245788

DATE: 12-21-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:31 PM 12/20/2011
FILED 04:47 PM 12/20/2011
SRV 111317546 - 4798098 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
GODDARD CLAUSSEN PUBLIC AFFAIRS, INC.

Goddard Claussen Public Affairs, Inc, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify:

1. That at a meeting of the Board of Directors of this Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation, declaring said amendment to be advisable and calling for consideration of the stockholders of the Corporation at its 2011 annual meeting. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

1. The name of this Corporation is Goddard Gunster, Inc.
2. That thereafter, pursuant to resolution of the Board of Directors at the annual meeting of the stockholders of the Corporation for 2011, which was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, the necessary number of shares as required by statute were voted in favor of the amendment.
3. This Certificate of Amendment of Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment of Certificate of Incorporation to be duly executed as of the 29th day of December, 2011.

Goddard Claussen Public Affairs, Inc.



Ben Goddard, President

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GODDARD CLAUSSEN PUBLIC AFFAIRS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 2010, AT 6:45 O'CLOCK P.M.

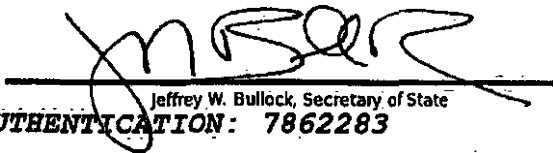
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4798098 8100

100267803

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7862283

DATE: 03-10-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:05 PM 03/10/2010
FILED 06:45 PM 03/10/2010
SRV 100267803 - 4798098 FILE

**CERTIFICATE OF INCORPORATION
OF
GODDARD CLAUSSEN PUBLIC AFFAIRS, INC.**

1. The name of this corporation is Goddard Claussen Public Affairs, Inc.
2. Its registered office in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.
4. This corporation is authorized to issue one class of stock to be designated common stock ("Common Stock"). The total number of shares of Common Stock that this corporation shall have authority to issue is ten thousand (10,000). The Common Stock shall have no par value.
5. The name and mailing address of the incorporator are as follows:

Ben Goddard
701 8th St. NW, Suite 400
Washington, DC 20001
6. The Board of Directors is authorized to adopt, amend or repeal the bylaws of this corporation. Election of directors need not be by ballot.
7. This corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in this certificate of incorporation, in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.
8. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

Neither any amendment nor repeal of this Section 8, nor the adoption of any provision of this corporation's certificate of incorporation inconsistent with this Section 8, shall eliminate or reduce the effect of this Section 8 in respect of any matter occurring, or action or proceeding accruing or arising or that, but for this Section 8, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

I, THE UNDERSIGNED, being the incorporator herein before named, has executed,
signed and acknowledged this certificate of incorporation this 15th day of March, 2010.


Ben Goddard, Incorporator